P97000013663

Florida Department of State Division of Corporations P.O. Box 6327 Tallahassee, Florida 32314

Date: 3 25 9 7

Re: SPRINKLERS USA, INC

Ladies/Gentlemen:

Enclosed please find Articles of Amendment to Articles of Incorporation of Sprinklers USA, Inc., together with one copy of same and my check in the amount of \$35.00. Please file the Amendment.

Should you have any questions or wish further information, please do not hesitate to contact me.

Thank you for your cooperation and assistance herein.

Yours very truly,

Linda I. Stanton

3815 N. U.S. 1, Suite 5

Cocoa, Florida 32927

(407) 633-8204

Amend

MS APR 2 1997

ARTICLES OF AMENDMENT TO S ARTICLES OF INCORPORATION OF SPRINKLERS USA, INC.



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Pursuant to the provisions of section 607.1006, Florida Statutes, this corporation adopts the following articles of amendment to its articles of incorporation:

FIRST: Amendment(s) adopted:

Article VIII shall be amended to remove James E. Thomas of 3815 N. U.S. 1, Suite 5, Cocoa, Florida 32927 as director.

Article XVI shall be amended to reflect that the 500 shares of stock issued to James

E. Thomas shall be reissued to the corporation.

SECOND: If an amendment provides for an exchange, reclassification or cancellation of issued shares, provisions for implementing the amendment if not contained in the amendment itself, are as follows:

To have James E. Thomas transfer his shares of stock back to the corporation.

THIRD: The date of each amendment's adoption: 3-25-97, 1997.
FOURTH: Adoption of Amendment(s) (check one)
The amendment(s) was/were approved by the shareholders. The number of votes
for the amendment(s) was/were sufficient for approval.

The amendment(s) was/were approved by the shareholders through voting groups.

The following statement must be separately provided for each voting group entitled to vote separately on the amendment(s):

"The number of votes cast for the amendment(s) was/were sufficient for approval by _______

X The amendment(s) was/were adopted by the board of directors without shareholder action and shareholder action was not required.

____ The amendment(s) was/were adopted by the incorporators without shareholder action and shareholder action was not required.

Signed this 25th day of Musch, 1997.

Signature Lind of Stants President (Director)

Linda I. Stanton / Title - Director